FORUM ENERGY TECHNOLOGIES, INC.
Form 4
February 23, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCULLOCH JAMES L

(Last) (First) (Middle)

920 MEMORIAL CITY WAY, SUITE 1000

(Street)

HOUSTON, TX 77024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FORUM ENERGY TECHNOLOGIES, INC. [FET]

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, Gen Counsel and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/19/2015		M		1,340	A	$ 0	284,882	D	
Common Stock	02/20/2015		A		11,600 (1)	A	$ 0	296,482	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Performance Shares	(2)	02/19/2015		M			2,773	(2)	12/31/2014	Common Stock	
Performance Shares	(3)	02/19/2015		M			2,679	(3)	12/31/2014	Common Stock	1
Employee Stock Option (Right to Buy)	$ 18.68	02/20/2015		A		32,880		(4)	02/20/2025	Common Stock	32
Performance Shares	(5)	02/20/2015		A		3,866		(5)	(5)	Common Stock	3
Performance Shares	(6)	02/20/2015		A		3,867		(6)	(6)	Common Stock	3
Performance Shares	(7)	02/20/2015		A		3,867		(7)	(7)	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCULLOCH JAMES L 920 MEMORIAL CITY WAY SUITE 1000 HOUSTON, TX 77024			SVP, Gen Counsel and Secretary	

Signatures

/s/ James L. McCulloch by John C. Ivascu as Attorney-in-Fact	02/23/2015
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These restricted stock units (the "Units") are granted pursuant to the Forum Energy Technologies, Inc. 2010 Stock Incentive Plan (the "Plan"). Each Unit represents a contingent right to receive one share of Forum Energy Technologies, Inc. (the "Company") common

stock, par value $0.01 per share ("Common Stock"), upon the vesting of the Units. The Units vest according to the following schedule: 1/4 vest on each of the first, second, third and fourth anniversaries of the date of grant (2/20/2015), subject to accelerated vesting of the entire award upon a Change in Control (as defined in the Plan). The Units also include dividend equivalent rights that entitle the reporting person to the same dividends that would be payable were the shares of Common Stock underlying the Units actually outstanding at the time such dividends were issued. The credited dividends will be paid concurrently with the issuance of the shares of Common Stock to the reporting person.

(2) These performance shares represent a contingent right to receive Common Stock, based on the Company's relative shareholder return versus that of the Company's peer group. As determined by the Company's Nominating, Governance & Compensation Committee ("NG&C Committee") and given the Company's relative shareholder return versus the relevant peer group over the two-year period commencing on January 1, 2013 and ending on December 31, 2014, each performance share represents the right to receive 0 shares of Common Stock.

(3) These performance shares represent a contingent right to receive Common Stock, based on the Company's relative shareholder return versus that of the Company's peer group. As determined by the NG&C Committee and given the Company's relative shareholder return versus the relevant peer group over the one-year period commencing on January 1, 2014 and ending on December 31, 2014, each performance share represents the right to receive 0.5 shares of Common Stock.

(4) These options are exercisable in accordance with the following schedule: 1/4 of the options become exercisable on each of the first, second, third and fourth anniversaries of the date of grant (2/20/2015).

(5) These performance shares represent a contingent right to receive Common Stock, based on the Company's relative shareholder return versus that of the Company's peer group. Each performance share will settle for between 0 and 2 shares of Common Stock in the first quarter of 2016, based on achievement of performance measures over a one-year period, following certification by the NG&C Committee of the performance results.

(6) These performance shares represent a contingent right to receive Common Stock, based on the Company's relative shareholder return versus that of the Company's peer group. Each performance share will settle for between 0 and 2 shares of Common Stock in the first quarter of 2017, based on achievement of performance measures over a two-year period, following certification by the NG&C Committee of the performance results.

(7) These performance shares represent a contingent right to receive Common Stock, based on the Company's relative shareholder return versus that of the Company's peer group. Each performance share will settle for between 0 and 2 shares of Common Stock in the first quarter of 2018, based on achievement of performance measures over a three-year period, following certification by the NG&C Committee of the performance results.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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